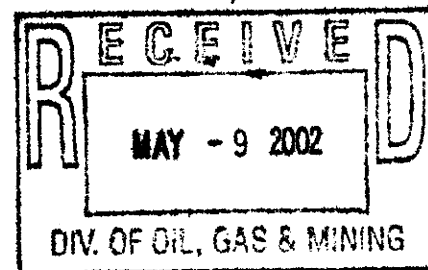


Mary Ann

m/023/007

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO



IN RE:)	
)	
NORTH LILY MINING COMPANY, INC.,)	Bankruptcy No. 01-23068-EEB
a Utah corporation,)	Chapter 11
EIN: 87-0159350)	
)	
Debtor.)	
<hr/>		
IN RE:)	
)	
XERES TINTIC, LLC,)	Bankruptcy No. 01-23069-DEC
)	Chapter 11
EIN: 84-1528808)	
)	Jointly Administered Under
)	Case No. 01-23069
)	
Debtor.)	Motion Control Number KMK-11

**MOTION TO VACATE ORDER APPROVING DISCLOSURE
STATEMENT AND SETTING CONFIRMATION HEARING**

North Lily Mining Company, Inc. and Xeres Tintic, LLC ("Debtors"), by and through its attorneys, Kutner Miller Kearns, P.C., moves the Court to vacate an Order Approving Disclosure Statement and Setting Confirmation Hearing, and as grounds therefor states as follows:

1. The Debtors filed their Voluntary Petitions under Chapter 11 of the Bankruptcy Code on September 6, 2001. The North Lily case is being jointly administered with the Xeres case.
2. On April 4, 2002, the Debtors filed their First Amended Joint Disclosure Statement to Accompany First Amended Plan of Reorganization Dated January 4, 2002 ("Disclosure Statement").
3. Also on April 4, 2002, the Debtors filed a Motion to Set Hearing on the Adequacy of Debtors' First Amended Joint Disclosure Statement to Accompany First Amended Plan of Reorganization Dated January 4, 2002.
4. A hearing on the adequacy of the Disclosure Statement has not yet taken place in the Debtors' cases, nor has the Disclosure Statement been sent out to creditors and parties in interest.

5. On April 23, 2002 this Court inadvertently issued an Order Approving Disclosure Statement and Setting Confirmation Hearing ("Order"). The Order is premature.

6. Based on the foregoing, the Debtors respectfully request that this Court vacate its order dated April 23, 2002, and further requests that this Court set a hearing to determine the adequacy of the Debtors' Disclosure Statement.

WHEREFORE, the Debtors pray that the Court vacate its Order Approving Disclosure Statement and Setting Confirmation Hearing dated April 23, 2002, make and enter an Order setting a hearing to determine the adequacy of the Debtors' Disclosure Statement, and for such further and additional relief as to the Court may appear proper.

Dated: May 7, 2002.

Respectfully submitted,

By: 
Jenny M.F. Fujii, #30091

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AFFIDAVIT OF SERVICE

I do hereby certify that on this 7th day of May, 2002, I deposited a true and correct copy of the foregoing in the United States Mail, postage prepaid and addressed to all entities appearing on the Limited Service List No. 16 Dated March 29, 2002 and as follows:

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A handwritten signature in black ink, appearing to read "J. H. Williams", written over a horizontal line.